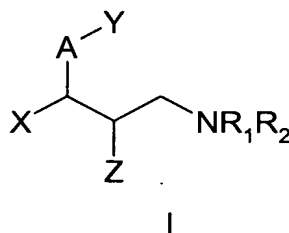


**Amendments to the Claims**

This listing of claims will replace all prior versions and listings of claims in the application.

**Listing of Claims:**

1. (Original) A compound of formula I:



wherein

A is selected from O and S;

X is selected from

phenyl optionally substituted with up to 5 substituents each independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>4</sub> alkoxy;

thienyl optionally substituted with up to 3 substituents each independently selected from halo and C<sub>1</sub>-C<sub>4</sub> alkyl; and

C<sub>2</sub>-C<sub>8</sub> alkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>3</sub>-C<sub>8</sub> cycloalkyl and C<sub>4</sub>-C<sub>8</sub> cycloalkylalkyl, each of which may be optionally substituted with up to 3 substituents each independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkyl-S(O)<sub>n</sub>- where n is 0, 1 or 2, -CF<sub>3</sub>, -CN and -CONH<sub>2</sub>;

Y is selected from dihydrobenzothienyl, benzothiazolyl, benzoisothiazolyl, quinolyl, isoquinolyl, naphthyridyl, and thienopyridyl, each of which may be optionally substituted with up to 4 or, where possible, up to 5 substituents each independently

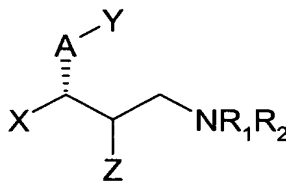
selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkyl-S(O)<sub>n</sub>- where n is 0, 1 or 2, nitro, acetyl, -CF<sub>3</sub>, -SCF<sub>3</sub> and cyano;

Z is selected from H, OR<sub>3</sub> or F, wherein R<sub>3</sub> is selected from H, C<sub>1</sub>-C<sub>6</sub> alkyl and phenyl C<sub>1</sub>-C<sub>6</sub> alkyl;

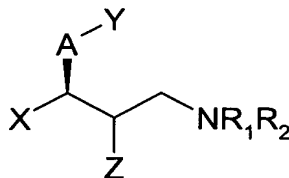
R<sub>1</sub> and R<sub>2</sub> are each independently H or C<sub>1</sub>-C<sub>4</sub> alkyl;

or pharmaceutically acceptable salt thereof.

2. (Original) A compound as claimed in claim 1, wherein A is O.
3. (Original) A compound as claimed in claim 1, wherein A is S.
4. (Currently Amended) A compound as claimed in any one of ~~the preceding~~ claims 1-3, wherein one of R<sub>1</sub> and R<sub>2</sub> is H.
5. (Currently Amended) A compounds as claimed in any one of ~~the preceding~~ claims 1-3, wherein one of R<sub>1</sub> and R<sub>2</sub> is H and the other is methyl.
6. (Currently Amended) A compound as claimed in any one of ~~the preceding~~ claims 1-3, wherein the compound possesses the stereochemistry defined in formula



7. (Original) A compound as claimed in claim 6, wherein the compound possesses the stereochemistry defined in formula III



8. (Currently Amended) A compound as claimed in ~~any one of the preceding claims 1-3~~ 5 wherein Z is H.
9. (Currently Amended) A compound as claimed in ~~any one of the preceding claims 1-3~~ 5, wherein X is unsubstituted phenyl or phenyl which is mono-, di- or tri-substituted with substituents independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl and C<sub>1</sub>-C<sub>4</sub> alkoxy.
10. (Original) A compound as claimed in claim 9, wherein X is unsubstituted phenyl or phenyl which is mono-substituted with fluorine.
11. (Currently Amended) A compound as claimed in ~~any one of the preceding claims 1-3~~ 5, wherein Y is dihydrobenzothienyl optionally substituted with up to 5 substituents each independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkyl-S(O)<sub>n</sub>- where n is 0, 1 or 2, nitro, acetyl, -CF<sub>3</sub>, -SCF<sub>3</sub> and cyano.
12. (Original) A compound as claimed in claim 11, wherein Y is unsubstituted dihydrobenzothienyl or dihydrobenzothienyl which is mono-substituted with fluorine.
13. (Currently Amended) A compound as claimed in ~~any one of the claims 1-10~~, wherein Y is benzothiazolyl or benzoisothiazolyl, each of which may be optionally substituted with up to 4 substituents each independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkyl-S(O)<sub>n</sub>- where n is 0, 1 or 2, nitro, acetyl, -CF<sub>3</sub>, -SCF<sub>3</sub> and cyano.
14. (Original) A compound as claimed in claim 13, wherein Y is unsubstituted benzothiazolyl, unsubstituted benzoisothiazolyl, benzothiazolyl which is mono-substituted with CH<sub>3</sub> or benzoisothiazolyl which is mono-substituted with CH<sub>3</sub>.

15. (Currently Amended) A compound as claimed in ~~any one of the claims 1-10~~, wherein Y is thienopyridyl optionally substituted with up to 4 substituents each independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkyl-S(O)<sub>n</sub>- where n is 0, 1 or 2, nitro, acetyl, -CF<sub>3</sub>, -SCF<sub>3</sub> and cyano.

16. (Currently Amended) A compound as claimed in ~~any one of claims 11-15~~, wherein the point of attachment of the group Y to the O or S atom is attachment at the 7 position.

17. (Currently Amended) A compound as claimed in ~~any one of claims 11-15~~, wherein the point of attachment of the group Y to the O or S atom is attachment at the 4 position.

18. (Currently Amended) A compound as claimed in ~~any one of the claims 1-10~~, wherein Y is quinolyl, isoquinolyl or naphthyridyl, each of which may be optionally substituted with up to 5 substituents each independently selected from halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> alkyl-S(O)<sub>n</sub>- where n is 0, 1 or 2, nitro, acetyl, -CF<sub>3</sub>, -SCF<sub>3</sub> and cyano.

19. (Original) A compound as claimed in claim 18, wherein the point of attachment of the group Y to the O or S atom is attachment at the 4 position.

20. (Original) A compound as claimed in claim 18, wherein the point of attachment of the group Y to the O or S atom is attachment at the 5 position.

21. (Original) A compound as claimed in claim 18, wherein the point of attachment of the group Y to the O or S atom is attachment at the 6 position.

22. (Currently Amended) A pharmaceutical composition comprising a compound of formula I or a pharmaceutically acceptable salt thereof, as defined in ~~any one of claims 1-21~~, together with a pharmaceutically acceptable diluent or carrier.

23. (Currently Amended) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in ~~any one of claims 1-21~~, for use as a pharmaceutical.

24. (Currently Amended) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in ~~any one of~~ claims 1-21, for use as a selective inhibitor of the reuptake of both serotonin and norepinephrine.

25. (Currently Amended) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in ~~any one of~~ claims 1-21, for use in the treatment of a disorder associated with serotonin and norepinephrine dysfunction in mammals.

26. (Currently Amended) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in ~~any one of~~ claims 1-21, for use in the treatment of a disorder selected from selected from depression, OCD, anxiety, memory loss, urinary incontinence, conduct disorders, ADHD, obesity, alcoholism, smoking cessation, hot flushes/flushes and pain.

Claims 27-32 (Cancelled)

33. (Currently Amended) A method for treating disorders associated with serotonin and norepinephrine dysfunction in mammals, comprising administering to a patient in need thereof an effective amount of a compound of formula I or a pharmaceutically acceptable salt thereof, as defined in ~~any one of~~ claims 1-21.

34. (Original) A method as claimed in claim 33, wherein the disorder is selected from depression, OCD, anxiety, memory loss, urinary incontinence, conduct disorders, ADHD, obesity, alcoholism, smoking cessation, hot flushes/flushes and pain.

35. (Original) A method as claimed in claim 33 or 34, wherein the disorder is pain.